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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

Herring Networks, Inc.,

Plaintiff,

v.

AT&T Inc. a Delaware corporation; and
AT&T Services, Inc., a Delaware
corporation,

Defendants.

Case No. 2:16-cv-01636

**DECLARATION OF THOMAS KOCH
IN SUPPORT OF AT&T INC.'S
MOTION TO DISMISS COMPLAINT
FOR LACK OF PERSONAL
JURISDICTION [F.R.C.P. 12(b)(2)]**

Hearing:

Date: June 13, 2016
Time: 10:00 a.m.
Place: Courtroom No. 5
Judge: Hon. Christina Snyder

1 I, Thomas M. Koch, declare as follows:

2 1. I am an Assistant Vice President of Accounting in the Finance
3 Department of AT&T Services, Inc. I make this declaration in support of AT&T Inc.'s
4 Motion to Dismiss Complaint for Lack of Personal Jurisdiction.

5 2. Unless otherwise noted herein, all of the statements in this declaration are
6 based upon my personal knowledge or upon information available to me in the regular
7 course of my duties. AT&T Inc. does not consent to jurisdiction in the State of
8 California, and I make this declaration only as part of a special appearance in support
9 of this instant Motion to Dismiss.

10 3. My job duties at AT&T Services, Inc. include serving in the Controller's
11 Department for the AT&T family of companies. I have been in this or a similar
12 position since 2005 and have been with the AT&T family of companies since 1996.
13 As such, I am personally familiar with the corporate structure of AT&T Inc.

14 4. AT&T Inc. was incorporated in Delaware in October 1983 under the
15 name Southwestern Bell Corporation. Since then it has changed its name twice. In
16 1995 it changed its name to SBC Communications Inc. ("SBC"). Then, after the 2005
17 acquisition of AT&T Corp., a New York corporation, SBC changed its name to AT&T
18 Inc. The acquired company, AT&T Corp., became a subsidiary of AT&T Inc.
19 Throughout, AT&T Inc. has remained a Delaware corporation, currently headquartered
20 in Dallas, Texas.

21 5. AT&T Inc. is and always has been a holding company. It was created as
22 one of seven regional holding companies that were divested on January 1, 1984 by
23 the American Telephone and Telegraph Company as part of the settlement of
24 *United States v. Western Electric Company, Inc.*, Civil Action No. 82-0192 (D.D.C.).

25 6. AT&T Inc. is a legally and factually separate corporate entity, distinct
26 from its subsidiaries, including AT&T Services, Inc. AT&T Inc. has its own board of
27 directors and officers and maintains its own independent corporate structure. Each of
28

1 AT&T Inc.'s subsidiaries maintains its own independent corporate, partnership, or
2 limited liability company status, identity, and structure.

3 7. As a holding company, AT&T Inc. conducts no business with the public.
4 AT&T Inc. does not own or maintain a telecommunications network. AT&T Inc. does
5 not provide television services, telecommunications services, Internet services, video
6 programming distribution services or other services of any kind to the public.

7 8. AT&T Inc. does not have any employees, sales representatives or
8 distributors, and produces nothing to sell or distribute.

9 9. AT&T Inc. has officers and a board of directors, but AT&T Inc. has no
10 employees in California or elsewhere.

11 10. AT&T Inc. has no presence in California. It has no office or mailing
12 address in California and does not own, lease, manage, or maintain any real property,
13 office, residence or place of business in California.

14 11. AT&T Inc. is not an insurance company and has not insured any person,
15 property or risk located in California.

16 12. AT&T Inc. does not pay income, property or franchise taxes to the State
17 of California.

18 13. AT&T Inc. has never been registered, licensed or otherwise qualified to
19 do business in California and has not appointed a registered agent for service of
20 process in California.

21 14. AT&T Inc. does not manufacture, provide or place into the stream of
22 commerce for California or elsewhere any product of any kind or any service of any
23 nature, including television services or video programming distribution services.

24 15. Randall Stephenson is the Chief Executive Officer and Chairman of the
25 Board of Directors of AT&T Inc. Mr. Stephenson is not, and never has been, an
26 employee of AT&T Inc. Mr. Stephenson is an employee of AT&T Management
27 Services, L.P., and he is located in Texas.

1 16. John Stankey is the Chief Executive Officer – AT&T Entertainment
2 Group of AT&T Services, Inc. Mr. Stankey is not, and never has been, an employee of
3 AT&T Inc. Mr. Stankey is employed by AT&T Services, Inc., and he is located in
4 Texas. He was previously an officer of AT&T Inc. However, as of July 24, 2015, he
5 is no longer an officer of AT&T Inc.

6 17. Lori Lee is Senior Executive Vice President & Global Marketing Officer
7 of AT&T Inc. Ms. Lee is not, and never has been, an employee of AT&T Inc. Ms.
8 Lee is employed by AT&T Services, Inc., and she is located in Texas.

9 18. James Cicconi is Senior Executive Vice President – External and
10 Legislative Affairs of AT&T Services, Inc. Mr. Cicconi is not, and never has been, an
11 employee of AT&T Inc. Mr. Cicconi is employed by AT&T Services, Inc., and he is
12 located in Washington D.C. Also, Mr. Cicconi is not an officer of AT&T Inc. He was
13 an officer of AT&T Inc. from November 18, 2005 until November 1, 2008.

14 19. Aaron Slator was formerly the President of Content Development for
15 AT&T Services, Inc. Mr. Slator was not, and never has been, an employee of AT&T
16 Inc. He was an employee of AT&T Services, Inc.

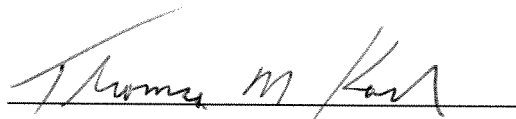
17 20. Tim McKone is Executive Vice President – Federal Relations of AT&T
18 Services, Inc. Mr. McKone is not, and never has been, an employee of AT&T Inc.
19 Mr. McKone is employed by AT&T Services, Inc., and he is located in Washington
20 D.C.

21 21. Ryan Smith is Assistant Vice President – AT&T Entertainment Group of
22 AT&T Services, Inc. Mr. Smith is not, and never has been, an employee of AT&T
23 Inc. Mr. Smith is employed by AT&T Services, Inc.

24 22. Landon Coe is Director – AT&T Entertainment Group of AT&T Services,
25 Inc. Mr. Coe is not, and never has been, an employee of AT&T Inc. Mr. Coe is
26 employed by AT&T Services, Inc.

1 23. On July 24, 2015, DirecTV, a Delaware corporation, merged with and
2 into Steam Merger Sub LLC, a Delaware limited liability company and a direct,
3 wholly-owned subsidiary of AT&T Inc., with Steam Merger Sub LLC as the surviving
4 entity. In connection with the merger, Steam Merger Sub LLC changed its name to
5 DirecTV Group Holdings, LLC. DirecTV, LLC, a California limited liability
6 company, was an indirect, wholly-owned subsidiary of DirecTV prior to the merger
7 and remains an indirect, wholly-owned subsidiary of DirecTV Group Holdings, LLC
8 following the merger.

9 I declare, under penalty of perjury under the laws of the United States, that these
10 facts are true and correct and that this Declaration is executed this 25th day of April
11 2016 at Dallas, Texas.

A handwritten signature in black ink, appearing to read "Thomas M. Koch", is written over a horizontal line.

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